
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 20, 2018

ENBRIDGE ENERGY MANAGEMENT, L.L.C.
(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

1-31383
(Commission
File Number)

61-1414604
(IRS Employer
Identification No.)

5400 Westheimer Court
Houston, Texas 77056
(Address of Principal Executive Offices) (Zip Code)

(713) 627-5400
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On December 20, 2018, Enbridge Inc. (“Enbridge”) completed its previously announced acquisition of Enbridge Energy Management, L.L.C. (“EEQ”) pursuant to that certain Agreement and Plan of Merger, dated as of September 17, 2018 (the “Merger Agreement”), by and among EEQ, Enbridge, Winter Acquisition Sub I, Inc. (“Merger Sub”) and, solely for the purposes of Article I, Section 2.4 and Article X, Enbridge Energy Company, Inc. Pursuant to the Merger Agreement, Merger Sub merged with and into EEQ, with EEQ continuing as the surviving entity and a direct wholly owned subsidiary of Enbridge (the “Merger”).

As a result of the Merger, each Listed Share of EEQ representing limited partner interests in EEQ (each, an “EEQ Listed Share”) issued and outstanding immediately prior to the effective time of the Merger (excluding certain “Excluded Shares,” as defined in the Merger Agreement) was converted into the right to receive from Enbridge 0.335 of a common share of Enbridge (“Enbridge Share” and such consideration, the “Merger Consideration”).

Enbridge issued [●] Enbridge Shares in connection with the Merger. The issuance of the Enbridge Shares in connection with the Merger was registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Enbridge’s registration statement on Form S-4 (Reg No. 333-227768), declared effective by the Securities and Exchange Commission on November 9, 2018. The proxy statement/prospectus included in the registration statement contains additional information about the Merger.

The foregoing description of the Merger Agreement, the Merger and the other transactions contemplated thereby does not purport to be complete and is subject to and qualified in its entirety by reference to the full text of the Merger Agreement, incorporated by reference to Exhibit 2.1 to EEQ’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2018.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In connection with the completion of the Merger, EEQ notified the New York Stock Exchange (“NYSE”) that each outstanding EEQ Listed Share (other than Excluded Shares) was converted into the right to receive the Merger Consideration and requested that NYSE withdraw the listing of the EEQ Listed Shares. Upon EEQ’s request, the NYSE filed a notification of removal from listing on Form 25 with the SEC with respect to the delisting of the EEQ Listed Shares. The EEQ Listed Shares ceased being traded prior to the opening of the market on December 20, 2018, and will no longer be listed on NYSE. In addition, EEQ intends to file with the SEC a Form 15 requesting that the reporting obligations of EEQ under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), be suspended with respect to the EEQ Listed Shares.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 2.01, Item 3.01, Item 5.01 and Item 5.03 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

At the effective time of the Merger and as further described in the Merger Agreement, each EEQ Listed Share (excluding Excluded Shares) was converted into the right to receive the Merger Consideration. In connection with the Merger and at the effective time of the Merger, holders of EEQ Listed Shares immediately prior to such time (other than holders of Excluded Shares) ceased to have any rights as shareholders in EEQ (other than their right to receive the Merger Consideration pursuant to the Merger Agreement).

Item 5.01 Changes in Control of Registrant

The information set forth in Item 2.01 of this Current Report on Form 8-K is incorporated into this Item 5.01 by reference.

As a result of the consummation of the Merger, at the effective time of the Merger, Merger Sub merged with and into EEQ, with EEQ continuing as the surviving entity and a direct wholly owned subsidiary of Enbridge.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated into this Item 5.02 by reference.

At the effective time of the Merger, Jeffrey A. Connelly, Dan A. Westbrook, William S. Waldheim, J. Richard Bird, J. Herbert England, Mark A. Maki and John K. Whelen resigned from the board of directors of EEQ.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 20, 2018, pursuant to the terms of the Merger Agreement, EECL, as the sole voting shareholder of EEQ, executed Amendment No. 3 to the Amended and Restated Limited Liability Company of EEQ (the “LLCA Amendment”), which became effective immediately prior to the Effective Time. The LLCA Amendment enfranchises the EEQ Listed Shares, with each EEQ Listed Share entitled to one vote per share, by providing that the holders of the EEQ Listed Shares would be entitled to vote with the holders of the Voting Shares as a single class on certain matters, including the election or removal of directors and any further amendments of the EEQ Limited Liability Company Agreement.

The above description of the LLCA Amendment does not purport to be complete and is subject to, and qualified entirely by, the full text of the LLCA Amendment, which is filed as Exhibit 3.1 hereto.

Item 7.01 Regulation FD Disclosure.

On December 20, 2018, Enbridge, EEP and EEQ issued a joint press release announcing the consummation of the Merger. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated as of September 17, 2018, by among Enbridge Energy Management, L.L.C., Enbridge Inc., Winter Acquisition Sub I, Inc. and, solely for the purposes of Articles I, Section 2.4 and X, Enbridge Energy Company, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Enbridge Energy Management, L.L.C., filed with the Securities and Exchange Commission on September 19, 2018).</u>
3.1	<u>Amendment No. 3, dated as of December 20, 2018, to the Amended and Restated Limited Liability Company Agreement of Enbridge Energy Management, L.L.C., dated as of October 17, 2002.</u>
99.1	<u>Joint Press Release of Enbridge Inc., Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C., dated as of December 20, 2018.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENBRIDGE ENERGY PARTNERS, L.P.
(Registrant)

By: Enbridge Energy Management, L.L.C.
as delegate of Enbridge Energy Company, Inc.,
its General Partner

Date: December 20, 2018

By: /s/ Allen C. Capps
Allen C. Capps
Controller
(Duly Authorized Officer)

AMENDMENT NO. 3

TO

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT
OF
ENBRIDGE ENERGY MANAGEMENT, L.L.C.

December 20, 2018

This Amendment No. 3 (this "Amendment No. 3") to the Amended and Restated Limited Liability Company Agreement (as amended to date, the "LLC Agreement") of Enbridge Energy Management, L.L.C. (the "Company") is hereby adopted by Enbridge Energy Company, Inc., a Delaware corporation (the "Sole Voting Shareholder"), as the sole Record Holder of Voting Shares of the Company. Capitalized terms used but not defined herein are used as defined in the LLC Agreement.

RECITALS

WHEREAS, the Company entered into that certain Agreement and Plan of Merger, dated September 17, 2018 (the "Merger Agreement"), among the Company, the Enbridge Inc., Winter Acquisition Sub I, Inc. and, solely for the purposes set forth therein, the Sole Voting Shareholder;

WHEREAS, pursuant to the Merger Agreement, this Amendment No. 3 was submitted to the Record Holders of Listed Shares for their approval;

WHEREAS, the Requisite Company Vote (as defined in the Merger Agreement) of Amendment No. 3 was obtained on December 17, 2018; and

WHEREAS, pursuant to Section 8.01(a) of the LLC Agreement, the following amendment to the LLC Agreement has been approved by the Sole Voting Shareholder.

NOW THEREFORE, the Sole Voting Shareholder does hereby amend the LLC Agreement as follows:

Section 1. Amendments.

a. Section 4.03(b) of the LLC Agreement is hereby amended and restated to read in its entirety as follows:

"The Record Holders of Listed Shares shall be entitled to one vote per Listed Share on matters submitted to a vote or consent of the Record Holders of Listed Shares, as provided in Section 4.03(c) and elsewhere in this Agreement."

b. Section 4.03(d) of the LLC Agreement is hereby deleted in its entirety.

c. Section 4.03(e) of the LLC Agreement is hereby deleted in its entirety.

d. Section 5.02(a) of the LLC Agreement is hereby amended and restated to read in its entirety as follows:

“**Number.** The Board shall consist of one or more members, the number thereof to be determined from time to time by approval of the Record Holders of a majority of the Voting Shares and Outstanding Listed Shares, voting as a single class.”

e. Section 5.02(b) of the LLC Agreement is hereby amended and restated to read in its entirety as follows:

“**Election of Directors; Term.** The Record Holders of Voting Shares and Outstanding Listed Shares, voting as a single class, shall have the sole authority with respect to the election and removal of Directors as provided in this Section 5.02(b). Vacancies existing from time to time on the Board of Directors (including vacancies created by virtue of an increase by the Record Holders of Voting Shares and Outstanding Listed Shares, voting as a single class, in the number of Directors constituting the entire Board of Directors pursuant to Section 5.02(a)) shall be filled by nominees elected by the Record Holders of a majority of the Voting Shares and Outstanding Listed Shares, voting as a single class. Each Director shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal. Any Director may resign at any time upon written notice to the Board of Directors or to the Secretary of the Company. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary for such resignation to become effective. Any Director or the entire Board of Directors may be removed at any time, with or without cause, by approval of the Record Holders of a majority of the Voting Shares and Outstanding Listed Shares, voting as a single class. No Person shall be qualified to be elected or re-elected as a Director of the Company after attaining the age of 70 years, except to the extent that any such election or re-election is first approved by the affirmative vote of Record Holders owning a majority of the outstanding Voting Shares and Outstanding Listed Shares, voting as a single class, which approval may be limited to a single election or re-election or for such other specified period as set forth in such approval authorization.”

f. Section 8.01(a) of the LLC Agreement is hereby amended and restated to read in its entirety as follows:

“Any provision of this Agreement, including the Purchase Provisions, may be amended by the Record Holders of a majority of Voting Shares and Outstanding Listed Shares, voting as a single class.”

Section 2. General Authority. The appropriate officers of the Sole Voting Shareholder are hereby authorized to make such further clarifying and conforming changes to the LLC Agreement as they deem necessary or appropriate, and to interpret the LLC Agreement, to give effect to the intent and purpose of this Amendment No. 3.

Section 3. Ratification of LLC Agreement. Except as expressly modified and amended herein, all of the terms and conditions of the LLC Agreement shall remain in full force and effect.

Section 4. Governing Law. This Amendment No. 3 will be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the sole Record Holder of Voting Shares has executed this Amendment No. 3 as of December 20, 2018.

SOLE VOTING SHAREHOLDER

ENBRIDGE ENERGY COMPANY, INC.

By: /s/ Laura J. Buss Sayavedra

Name: Laura J. Buss Sayavedra

Title: Vice President

Enbridge Inc. Completes Mergers with Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C.

CALGARY and HOUSTON, December 20, 2018 – Enbridge Inc. (TSX: ENB) (NYSE: ENB) (Enbridge), on behalf of itself and certain of its wholly owned U.S. subsidiaries, Enbridge Energy Partners, L.P. (NYSE: EEP) (EEP) and Enbridge Energy Management, L.L.C. (NYSE: EEQ) (EEQ), today announced that they have completed the previously announced respective merger (the EEP Merger) of EEP with a wholly owned subsidiary of Enbridge, and the merger (the EEQ Merger) of EEQ with a wholly owned subsidiary of Enbridge, each pursuant to an Agreement and Plan of Merger dated as of September 17, 2018 (the EEP Merger Agreement and the EEQ Merger Agreement, respectively). The EEP Merger resulted in Enbridge (through a wholly owned subsidiary of Enbridge) acquiring all of the outstanding public Class A common units of EEP, and EEP becoming an indirect, wholly owned subsidiary of Enbridge, and the EEQ Merger resulted in Enbridge (through a wholly owned subsidiary of Enbridge) acquiring all of the outstanding public Listed Shares of EEQ, and EEQ becoming a direct, wholly owned subsidiary of Enbridge. The EEP Merger and EEQ Merger were approved by EEP unitholders and EEQ shareholders, respectively, at special meetings held on December 17, 2018.

Effective today, EEP unitholders of record as of the close of business on November 5, 2018 (other than Enbridge and its subsidiaries) are entitled to receive from Enbridge pursuant to the EEP Merger Agreement, for each EEP Class A common unit held, 0.3350 common shares of Enbridge, and EEQ shareholders of record as of the close of business on November 5, 2018 (other than Enbridge and its subsidiaries) are entitled to receive from Enbridge pursuant to the EEQ Merger Agreement, for each EEQ Listed Share held, 0.3350 common shares of Enbridge.

Also effective today, the EEP Class A common units and the EEQ Listed Shares will be suspended from trading on, and delisted from, the New York Stock Exchange (NYSE). Common shares of Enbridge will continue to trade on both the NYSE and the Toronto Stock Exchange under the symbol “ENB”.

Forward Looking Statements

Certain information provided in this news release constitutes forward-looking statements. The words “anticipate”, “expect”, “project” and similar words and expressions are intended to identify such forward-looking statements. All statements other than statements of historical fact may constitute forward-looking statements. Forward-looking information or statements included or incorporated by reference in this document include, but are not limited to, statements with respect to the suspension of the EEP Class A common units and the EEQ Listed Shares from trading on, and delisted from, the NYSE. Although Enbridge, EEP and EEQ believe these statements are based on information and assumptions which are current, reasonable and complete, these statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward looking statements. By their nature, these statements involve a variety of assumptions, risks and uncertainties which may cause actual results to differ from those expressed or implied by such statements. Material assumptions include assumptions about the satisfaction of all conditions to the suspension from trading and delisting of the EEP Class A common units and the EEQ Listed Shares. While Enbridge, EEP and EEQ make these forward-looking statements in good faith, should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary significantly from those expected. Except as may be required by applicable securities laws, Enbridge, EEP and EEQ

assume no obligation to publicly update or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.

About Enbridge Inc.

Enbridge Inc. is North America's premier energy infrastructure company with strategic business platforms that include an extensive network of crude oil, liquids and natural gas pipelines, regulated natural gas distribution utilities and renewable power generation. The Company safely delivers an average of 2.9 million barrels of crude oil each day through its Mainline and Express Pipeline; accounts for approximately 62% of U.S.-bound Canadian crude oil exports; and moves approximately 22% of all natural gas consumed in the U.S., serving key supply basins and demand markets. The Company's regulated utilities serve approximately 3.7 million retail customers in Ontario, Quebec, and New Brunswick. Enbridge also has interests in more than 1,700 MW of net renewable generating capacity in North America and Europe. The Company has ranked on the Global 100 Most Sustainable Corporations index for the past nine years; its common shares trade on the Toronto and New York stock exchanges under the symbol ENB.

Life takes energy and Enbridge exists to fuel people's quality of life. For more information, visit www.enbridge.com.

About Enbridge Energy Partners, L.P.

Enbridge Energy Partners, L.P. owns and operates a diversified portfolio of crude oil transportation systems in the United States. Its principal crude oil system is the largest pipeline transporter of growing oil production from western Canada and the North Dakota Bakken formation. The system's deliveries to refining centers and connected carriers in the United States account for approximately 25 percent of total U.S. oil imports. Information about Enbridge Energy Partners, L.P. is available on its website at www.enbridgepartners.com.

About Enbridge Energy Management, L.L.C.

Enbridge Energy Management, L.L.C. manages the business and affairs of Enbridge Energy Partners, L.P., and its sole asset is an approximate 21 percent limited partner interest in Enbridge Energy Partners, L.P. Enbridge Energy Company, Inc., an indirect wholly owned subsidiary of Enbridge Inc. of Calgary, Alberta, Canada (NYSE: ENB) (TSX: ENB) is the general partner of Enbridge Energy Partners, L.P. and holds an approximate 35 percent interest in Enbridge Energy Partners, L.P. Enbridge Energy Management, L.L.C. is the delegate of the general partner of Enbridge Energy Partners, L.P.

FOR FURTHER INFORMATION PLEASE CONTACT:

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